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December 20, 2005

The Honorable Joseph J. Farnan, Jr.
United States District Court
District of Delaware
844 King Street
Wilmington, DE 19801

Re *In re NorthWestern Corporation*
Magten Asset Management Corp. v. Paul Hastings Janofsky & Walker LLP,
Civil Action No. 04-1256-JJF

Dear Judge Farnan:

This firm is co-counsel for Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings"), along with the firm of Davis Polk & Wardwell, in the above-referenced action, No. 04-1256-JJF.

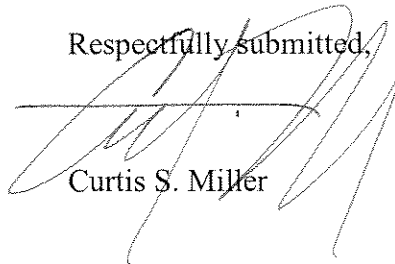
We write in response to the letter dated December 16, 2005 sent to Your Honor by counsel for plaintiff Magten Asset Management Corporation ("Magten") and the letter dated December 19, 2005 sent to Your Honor by counsel for NorthWestern Corporation ("NorthWestern"), defendant in a related action (Civil Action No. 04-1494-JJF).

In particular, we write to express our concurrence in the views stated in the December 19, 2005 letter sent to Your Honor by counsel for NorthWestern: Paul Hastings, like NorthWestern, has no objection to the appointment of Judge Louie C. Bechtle as Special Master. Moreover, Paul Hastings concurs in NorthWestern's view that it would be premature and inappropriate for Magten to submit proposed orders or request that the Court fix deadlines with respect to discovery in advance of the conference required by Rule 26(f) of the Federal Rules of Civil Procedure.

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If Your Honor has any questions with regard to the foregoing, please feel free to contact me or Paul Spagnoletti, Esq., 212-450-4577.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Curtis S. Miller", is written over a horizontal line.

Curtis S. Miller

cc: Clerk of Court
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